

BEFORE  
THE PUBLIC SERVICE COMMISSION OF  
SOUTH CAROLINA  
DOCKET NO. 96-157-C - ORDER NO. 96-612  
AUGUST 29, 1996

IN RE: Application for Approval of	)	ORDER APPROVING
Transfer of Assets from	)	TRANSFER OF ASSETS
PENNSYLVANIA ALTERNATIVE	)	AND CANCELLATION
COMMUNICATIONS, INC., to	)	OF CERTIFICATE
LCI INTERNATIONAL TELECOM	)	
CORPORATION.	)	

This matter comes before the Public Service Commission of South Carolina ("the Commission") on the Joint Application of Pennsylvania Alternative Communications, Inc. ("PACE"), and LCI International Telecom Corporation ("LCI") (hereinafter collectively referred to as "the Applicants") requesting approval to transfer selected assets from PACE to LCI pursuant to an Agreement to Purchase and Sale of Assets signed April 15, 1996. The Application was filed pursuant to S.C. Code Ann. §58-9-310 (Supp. 1995) on May 16, 1996.

The Application requested authority to transfer from PACE to LCI the following assets:

(1) All of PACE's retail long distance telecommunications services customer accounts including, but not limited to, all customer lists, records, billing information, subscription agreements, contracts, arrangements and other understandings between PACE and its retail customers;

(2) All of PACE's rights with respect to its sales agents and sales agencies and all records, payment information

and other information related thereto;

(3) All dialer equipment and other assets necessary to provide service to PACE's dialer customers; and

(4) The non-exclusive right to use the name "PACE Long Distance Service" and all other names used by PACE until June 30, 1997.

By letter dated May 29, 1996, the Commission's Executive Director instructed the Applicants to publish a prepared Notice of Filing in newspapers of general circulation in the areas affected by their Application. The purpose of the Notice of Filing was to inform interested parties of the Application and of the manner and time in which to file comments or pleadings for participation in this proceeding. The Applicants complied with the instructions of the Executive Director and submitted affidavits of publication to this effect. No protests or Petitions to Intervene were received by the Commission.

Pursuant to S.C. Code Ann. §58-9-310 (Supp. 1995), a public hearing regarding the Application was held in the Commission's Hearing Room at 111 Doctors Circle on August 14, 1996, at 11:00 A.M. The Honorable Guy Butler, Chairman, presided. The Applicants were represented by Faye A. Flowers, Esq., and the Commission Staff was represented by Catherine D. Taylor, Staff Counsel.

The Applicants presented Scott M. McMahon to testify and explain the proposed asset transfer. Mr. McMahon is a regulatory attorney for LCI International, Inc., the parent company of LCI. Mr. McMahon explained the Applicants' Asset

Purchase Agreement. He also stated that PACE currently has forty-four customers in South Carolina, and that these customers will receive identical service offerings from LCI. He further commented that the entire transaction will be virtually transparent to these customers, and that the customers will be well-served by the transaction, as it will assist in making LCI more efficient and effective. Mr. McMahon additionally explained that both PACE and LCI are authorized to provide interexchange services in South Carolina, but that PACE would cease providing telecommunications services in South Carolina after the close of the transaction.

Upon review and consideration of the Application, the testimony presented, and the applicable law, the Commission makes the following findings of fact and conclusions of law:

FINDINGS OF FACT:

1. PACE is a privately held Pennsylvania corporation which received its South Carolina Certificate of Public Convenience and Necessity in Docket No. 92-497-C.

2. LCI is a Delaware corporation which received its South Carolina Certificate of Public Convenience and Necessity in Docket No. 89-176-C, Order No. 89-1071.

3. Both PACE and LCI are resellers of interexchange telecommunications services, and both are authorized to provide intrastate services in South Carolina.

4. PACE and LCI have entered into an Agreement of Purchase and Sale of Assets whereby LCI will acquire the following assets from PACE:

(1) All of PACE's retail long distance telecommunications services customer accounts including, but not limited to, all customer lists, records, billing information, subscription agreements, contracts, arrangements and other understandings between PACE and its retail customers;

(2) All of PACE's rights with respect to its sales agents and sales agencies and all records, payment information and other information related thereto;

(3) All dialer equipment and other assets necessary to provide service to PACE's dialer customers; and

(4) The non-exclusive right to use the name "PACE Long Distance Service" and all other names used by PACE until June 30, 1997.

#### CONCLUSIONS OF LAW

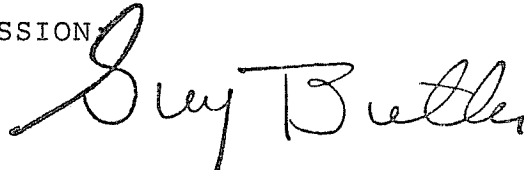
1. The asset transfer described in the Joint Application is in the public interest and, therefore, the Commission approves the requested transfer of assets as stated herein.

2. Upon closure of this transaction, LCI will provide telecommunications services to PACE's former customer base at the same rates and under the same terms and conditions provided currently by PACE.

3. Upon closure of this transaction, PACE's Certificate of Public Convenience and Necessity, which was granted in Docket No. 92-497-C, shall be cancelled.

4. This Order shall remain in full force and effect until further Order of the Commission.

BY ORDER OF THE COMMISSION:

  
Chairman

---

ATTEST:

  
Executive Director  
(SEAL)